

NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

May 23, 2006

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423-0001

RECORDATION NO. 26367 FILED

MAY 26 '06

11-41 AM

SURFACE TRANSPORTATION BOARD

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated March 10, 2006, a primary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.
P.O. Box 2270
Dixmoor, IL 60426

Lessee: Atlantic Transportation, LLC
9108 Valley Brook Court
Marvin, NC 28173

A description of the equipment covered by the Lease Agreement is as follows:

One EMD GP9 General Purpose Locomotive bearing road # 8092

One EMD GP9 General Purpose Locomotive bearing road # 8174

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Ethan Crooks
National Railway Equipment Co.
14400 South Robey Street
P.O. Box 2270
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: 

Ethan Crooks

Jan

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 10, 2006, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and ATLANTIC TRANSPORTATION, LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of March 10, 2006, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

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SURFACE TRANSPORTATION BOARD

LESSEE:

ATLANTIC TRANSPORTATION, LLC

By: *John D. Miller*

Name: John D. Miller

Title: President

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

By: *James M. Wurtz, Jr.*

Name: James M. Wurtz, Jr.

Title: Vice President



SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: ATLANTIC TRANSPORTATION, LLC

Approved by: John D. Miller
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

National Railway Equipment Co.'s
staging facility in North Carolina

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor
Name & Invoice Number

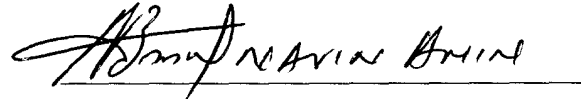
Equipment
Description

National Railway Equipment Co.

EMD GP9 General Purpose Locomotives

STATE OF North Carolina)
COUNTY OF UNION/Mecklenburg) SS.

On this 11th day of MARCH, 2006, before me appeared John D. Miller, the person who signed this instrument who acknowledged that (s) he is the President of ATLANTIC TRANSPORTATION, LLC and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



Notary Public

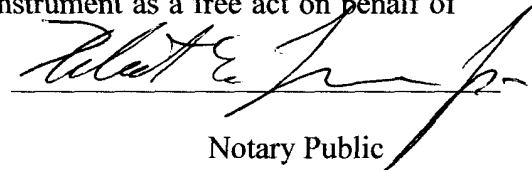
[Seal]

My Commission Expires:

My Commission Expires September 29, 2006

STATE OF ILLINOIS)
COUNTY OF WILL) SS.
Cook)

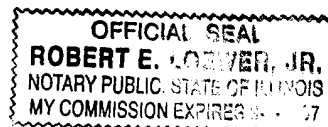
On this 19th day of May, 2006, before me appeared James M. Wurtz Jr., the person who signed this instrument who acknowledged that (s) he is an officer of NATIONAL RAILWAY EQUIPMENT CO. and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



Notary Public

[Seal]

My Commission Expires:



gpr

SCHEDULE "A"

Attached to and incorporated into the Lease dated the 10th day of March, 2006 by and between the National Railway Equipment Co. (LESSOR) and Atlantic Transportation, LLC (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers:

UNIT NO.	TYPE	GENERAL DESCRIPTION
NREX 8094 <i>gpr</i>	EMD	GP9 General Purpose Locomotive
NREX 8174	EMD	GP9 General Purpose Locomotive